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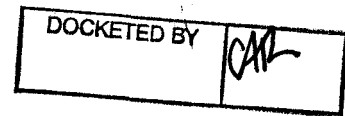
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AZ CORP COMMISSION
DOCUMENT CONTROL

Arizona Corporation Commission
DOCKETED

OCT 29 2004



Counsel for Respondents

BEFORE THE ARIZONA CORPORATION COMMISSION

In the matter of:

JAMES L. OPPENHEIMER, AND SYDNEY J.
OPPENHEIMER, husband and wife,
695 W. Bear Claw Lane
Pinetop, AZ 85935

Respondents.

Docket No. S-03500A-04-0000

**ANSWER TO NOTICE OF
OPPORTUNITY FOR HEARING
REGARDING PROPOSED ORDER
TO CEASE AND DESIST, ORDER
FOR RESTITUTION, FOR
ADMINISTRATIVE PENALTIES,
AND FOR OTHER AFFIRMATIVE
ACTION**

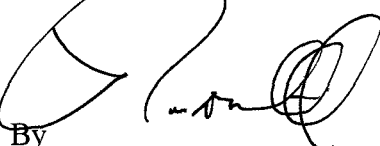
For their Answer to the Notice of Opportunity for Hearing Regarding Proposed Order to Cease and Desist, Order for Restitution, for Administrative Penalties, and for Other Affirmative Action (the "Notice"), in the above captioned matter, Respondents James L. Oppenheimer and Sydney J. Oppenheimer answer, deny, and otherwise allege as follows:

1. Answering paragraph 1 of the Notice, these Respondents are without sufficient information to admit said paragraph, and therefore deny the same.
2. Answering paragraph 2 of the Notice, admit said paragraph.
3. Answering paragraph 3 of the Notice, admit said paragraph.

- 1 4. Answering paragraph 4 of the Notice, admit said paragraph.
- 2 5. Answering paragraph 5 of the Notice, admit said paragraph.
- 3 6. Answering paragraph 6 of the Notice, admit said paragraph.
- 4 7. Answering paragraph 7 of the Notice, admit said paragraph.
- 5 8. Answering paragraph 8 of the Notice, deny said paragraph.
- 6 9. Answering paragraph 9 of the Notice, admit said paragraph.
- 7 10. Answering paragraph 10 of the Notice, deny said paragraph.
- 8 11. Answering paragraph 11 of the Notice, deny said paragraph.
- 9 12. Answering paragraph 12 of the Notice, deny said paragraph.
- 10 13. Answering paragraph 13 of the Notice, deny said paragraph.
- 11 14. Answering paragraph 14 of the Notice, admit said paragraph.
- 12 15. Answering paragraph 15 of the Notice, deny said paragraph.
- 13 16. Answering paragraph 16 of the Notice, deny said paragraph.
- 14 17. Respondents deny each and every allegation of the Securities Division not
- 15 expressly admitted herein.
- 16
- 17
- 18

19 DATED this 28th day of October, 2004.

20 MITCHELL LAW OFFICES
21 A Professional Corporation

22 
23 By _____

24 Robert D. Mitchell
25 Anchor Centre One, Suite 122B
26 2201 East Camelback Road
27 Phoenix, Arizona 85016

28 Counsel for Respondents

1 ORIGINAL of the foregoing mailed
2 this 28th day of October, 2004 to:

3 Docket Control
4 Arizona Corporation Commission
5 1200 W. Washington
6 Phoenix, Arizona 85007

7 COPY of the foregoing mailed
8 this 28th day of October, 2004 to:

9 Ella G. Johnson, Esq.
10 Arizona Corporation Commission
11 Securities Division
12 1300 W. Washington, 3rd Floor
13 Phoenix, Arizona 85007-2996

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